

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

OMB No 1545-0052

2004or **Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation**
Note: The organization may be able to use a copy of this return to satisfy state reporting requirementsFor calendar year 2004, or tax year beginning **12/01**, 2004, and ending **11/30/2005**G Check all that apply. ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of organization

THE ANSCHUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to that address)

1727 TREMONT PLACE

City or town, state, and ZIP code

DENVER, CO 80202

INTERNAL REVENUE SERVICE

RECEIVED

OCT 16 2006

Wage & Investment

Denver CO

Room/suite

A Employer identification number

74-2316617

B Telephone number (see page 10 of the instructions)

(303) 308-8220C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 529,307,287.**J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	26,791,279.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	910,307.	910,307.		STMT 1
4	Dividends and interest from securities	4,974,734.	4,974,734.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	25,992,255.			
b	Gross sales price for all assets on line 6a	247,717,855.			
7	Capital gain net income (from Part IV, line 2)		25,992,255.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	215,342.	215,342.		STMT 3
12	Total. Add lines 1 through 11	58,883,917.	32,092,638.		
13	Compensation of officers, directors, trustees, etc.	234,675.	23,467.		211,208.
14	Other employee salaries and wages				
15	Pension plans, term life insurance				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	1,380,312.	1,376,272.		4,040.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	299,988.	287,264.		12,724.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 6	542,265.	531,123.		11,142.
24	Total operating and administrative expenses. Add lines 13 through 23	2,457,240.	2,218,126.		239,114.
25	Contributions, gifts, grants paid	23,651,204.			23,651,204.
26	Total expenses and disbursements. Add lines 24 and 25	26,108,444.	2,218,126.		23,890,318.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	32,775,473.			
b	Net investment income (if negative, enter -0-)		29,874,512.		
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

**STMT 5

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Form **990-PF** (2004)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	22,738,937.	20,185,659.	20,185,659.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges STMT 7	118,492.	237,942.	237,942.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 8	319,477,468.	378,117,091.	454,964,764.
	c Investments - corporate bonds (attach schedule) STMT 9	22,437,401.	2,531,694.	831,942.
	11 Investments - land, buildings, and equipment basis ▶	21,558.		
Less accumulated depreciation (attach schedule) ▶	21,558.			
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 10	39,367,299.	38,277,095.	53,086,980.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	404,139,597.	439,349,481.	529,307,287.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	361,945,751.	388,737,030.	
	29 Retained earnings, accumulated income, endowment, or other funds . .	42,193,846.	50,612,451.	
30 Total net assets or fund balances (see page 17 of the instructions)	404,139,597.	439,349,481.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	404,139,597.	439,349,481.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	404,139,597.
2 Enter amount from Part I, line 27a	2	32,775,473.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	2,434,411.
4 Add lines 1, 2, and 3	4	439,349,481.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	439,349,481.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	25,992,255.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2003	18,969,674.	439,911,077.	0.04312161023
2002	20,810,250.	383,659,182.	0.05424150125
2001	23,240,723.	407,387,867.	0.05704814719
2000	24,198,744.	495,457,846.	0.04884117629
1999	13,887,070.	510,046,626.	0.02722705983
2 Total of line 1, column (d)			2 0.23047949479
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04609589896
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5			4 496,148,207.
5 Multiply line 4 by line 3			5 22,870,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 298,745.
7 Add lines 5 and 6			7 23,169,143.
8 Enter qualifying distributions from Part XII, line 4			8 23,890,318.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	298,745.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	298,745.
3	Add lines 1 and 2	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	298,745.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2004 estimated tax payments and 2003 overpayment credited to 2004	6a	542,942.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	542,942.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	244,197.
11	Enter the amount of line 10 to be Credited to 2005 estimated tax	11	244,197. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization \$ (2) On organization managers \$		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) COLORADO		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2004 or the taxable year beginning in 2004 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address N/A	X	
12 The books are in care of THE ANSCHUTZ CORPORATION Telephone no 303-298-1000 Located at 555 17TH ST, SUITE 2400, DENVER, CO ZIP+4 80202		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the organization (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here		
c	Did the organization engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2004?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years		
b	Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2004 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2004)	3b	N/A
4a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2004?	4b	X
5a	During the year did the organization pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	5b	X
	Organizations relying on a current notice regarding disaster assistance check here		
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
	If you answered "Yes" to 6b, also file Form 8870		

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions).

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE."

Total number of other employees paid over \$50,000	▶	NONE
--------------------------------------------------------------	---	------

Total number of others receiving over \$50,000 for professional services	NONE
--------------------------------------------------------------------------	------

Expenses

TAF

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	
2	
All other program-related investments See page 22 of the instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	477,986,388.
b Average of monthly cash balances	1b	25,465,595.
c Fair market value of all other assets (see page 22 of the instructions)	1c	251,780.
d Total (add lines 1a, b, and c)	1d	503,703,763.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	503,703,763.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	7,555,556.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	496,148,207.
6 Minimum investment return. Enter 5% of line 5	6	24,807,410.

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1 Minimum investment return from Part X, line 6	1	24,807,410.
2a Tax on investment income for 2004 from Part VI, line 5	2a	298,745.
b Income tax for 2004 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	298,745.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	24,508,665.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	24,508,665.
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	24,508,665.

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	23,890,318.
b Program-related investments - total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	23,890,318.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	298,745.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,591,573.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				24,508,665.
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only			19,385,044.	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2004				
a From 1999	NONE			
b From 2000	NONE			
c From 2001	NONE			
d From 2002	NONE			
e From 2003	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2004 from Part XII, line 4 ▶ \$ 23,890,318.				
a Applied to 2003, but not more than line 2a			19,385,044.	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2004 distributable amount				4,505,274.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		NONE		
e Undistributed income for 2003 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions				
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				20,003,391.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	NONE			
8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2000	NONE			
b Excess from 2001	NONE			
c Excess from 2002	NONE			
d Excess from 2003	NONE			
e Excess from 2004	NONE			

4942(1)(5)

(4) Gross investment income .

[illegible]

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				23,651,204.
Total			▶ 3a	23,651,204.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 26 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	910,307.	
4	Dividends and interest from securities			14	4,974,734.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			15	14,248.	
8	Gain or (loss) from sales of assets other than inventory			18	25,992,255.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b				01	201,094.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				32,092,638.	
13	Total. Add line 12, columns (b), (d), and (e)					32,092,638.

(See worksheet in line 13 instructions on page 26 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2004

Name of organization

THE ANSCHUTZ FOUNDATION

Employer identification number

74-2316617

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

General Rule -

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules -

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

Name of organization **THE ANSCHUTZ FOUNDATION**

Employer identification number

74-2316617**Part I** Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANSCHUTZ CHARITABLE LEAD ANNUITY TRUST 1727 TREMONT PLACE DENVER, CO 80202	26,791,279.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

74-2316617

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>6,756,943 SHARES OF QWEST STOCK</u> _____ _____ _____	<u>26,791,279.</u>	<u>02/19/2005</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____	_____

**Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**

► See separate instructions.

OMB No 1545-1002

Attachment
Sequence No **69**

Name of shareholder The Anschutz Foundation	Identifying number (see page 2 of instructions) 74-2316617
Number, street, and room or suite no. (If a P O box, see page 2 of instructions) 1727 Tremont Place	Shareholder tax year: calendar year _____ or other tax year beginning 12/01/2004 and ending 11/30/2005
City or town, state, and ZIP code or country Denver, CO 80202	
Check type of shareholder filing the return: <input type="checkbox"/> Individual <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate	
Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) See Attachment	Employer identification number (if any)
Address (Enter number, street, city or town, and country)	Tax year of company or fund: calendar year _____ or other tax year beginning _____ and ending _____

Part I Elections (See instructions.)

- A ☐ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*
- B ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*
- C ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*
- D ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*
- F ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a Enter your pro rata share of the ordinary earnings of the QEF	1a			
b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b			
c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income	1c			0.00
2a Enter your pro rata share of the total net capital gain of the QEF	2a			
b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b			
c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions)	2c			0.00
3a Add lines 1c and 2c	3a			0.00
b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions)	3b			
c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c			
d Add lines 3b and 3c	3d			0.00
e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)	3e			0.00
Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.				
4a Enter the total tax for the tax year. (See instructions)	4a			
b Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b			
c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions	4c			0.00

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)) See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)Complete a **separate Part IV** for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3 (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1 25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years) (See instructions)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax" (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 ElectionsComplete a **separate column** for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year . .						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election . . .						

WSW 1996 BUYOUT FUND, L.P.
EIN 13-3867655
SCHEDULE K-1 SUPPORTING SCHEDULE FORM 8621
FYE: DECEMBER 31, 2004

Partner Number 54

Partner Name

Partner EIN/SS#

Note (1)

Note (2)

Note (3)

Name & Address of PFIC

Line 1a

Line 2a

Line 3b

PHARBIL BETEILIGUNGSGESELLSCHAFT
MBH-C/O CREDIT SUISSE FIRST BOSTON
NIEDER LASSUNG FRANKFURT, MAIN TOWER
NEUE MAINZERE LANDSTR., 52, 60311
FRANKFURT/MAIN
PFIC EIN N/A
TAX YEAR 01/01/2004 - 12/31/2004

NONE

NONE

NONE

NOTES:

(1) These amounts are included in Dividend Income in Box 6a and Box 11, Code F of your Schedule K-1

(2) These amounts are included in Net Long-Term Capital Gains (Loss) on Box 9a and Box 11, Code F of your Schedule K-1.

(3) These amounts represent the cash & fair market value of other property distributed or deemed distributed from the above PFIC(s).

(4) Each of the PFIC's listed above will permit its shareholder's to inspect and copy the permanent books of account, records and such other documents maintained by the PFIC that are necessary to establish that the PFIC's ordinary earnings and net capital gains, as provided in §1293(e) of the U.S. Internal Revenue Code are computed in accordance with U.S. income tax principles.

Investor Reporting of Tax Shelter Registration Number

► Attach to your tax return.

OMB No. 1545-0881

Attachment
Sequence No. **71**

► If you received this form from a partnership, S corporation, or trust, see the instructions.

Investor's name(s) shown on return	Investor's identifying number	Investor's tax year ended
The Anschutz Foundation	74-2316617	11/30/2005

	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11 digit number)	(c) Tax Shelter Identifying Number
1	Arby Broadcast Partners III, LP	97042000063	04-3350018
2			
3			
4			
5			
6			
7			
8			
9			
10			

What's New

After October 22, 2004, tax shelter registration numbers are no longer being issued. The American Jobs Creation Act of 2004 amended section 6111 to replace the tax shelter registration requirement with a new disclosure requirement for material advisors who provide material aid, assistance, or advice with respect to any reportable transaction. For more information, see Notice 2004-80, 2004-50 I.R.B. 963. However, Form 8271 must be filed for any year you claim or report income or a deduction, loss, credit, or other tax benefit from a registration-required tax shelter.

General Instructions

Section references are to the Internal Revenue Code.

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to

claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

INFORMATION REGARDING UNRELATED BUSINESS TAXABLE INCOME FOR TAX -EXEMPT ENTITIES
THE FUND DID NOT GENERATE ANY UNRELATED BUSINESS TAXABLE INCOME DURING 2004

SUBSTITUTE FORM 8271: DURING 2004, WSW 1996 BUYOUT FUND, L P OWNED AN INTEREST IN ABRY BROADCAST PARTNERS III, L P (TAX ID# 04-3350018, TAX SHELTER REGISTRATION # 97042000063) THIS INFORMATION MUST BE INCLUDED ON FEDERAL FORM 8271 WHICH SHOULD BE ATTACHED TO YOUR 2004 FEDERAL INCOME TAX RETURN.

FOREIGN GROSS INCOME SOURCED AT PARTNERSHIP LEVEL, BOX 16, CODE D, E, F FOREIGN QUALIFIED DIVIDENDS ARE INCLUDED IN BOX 16, CODE D, E, F (AS WELL AS IN BOXES 6A AND 6B AND IN BOX 11, CODE F, IF APPLICABLE). PLEASE CONSULT YOUR TAX ADVISOR REGARDING WHETHER ADJUSTMENTS SHOULD BE MADE TO THIS AMOUNT OR ANY OTHER AMOUNTS APPEARING IN BOX 16 FOR PURPOSES OF CALCULATING YOUR FOREIGN TAX CREDITS ON FORM 1116.

YOUR ALLOCABLE SHARE OF FOREIGN QUALIFIED DIVIDENDS ARE:

130

DEDUCTIONS ATTRIBUTABLE TO FOREIGN SOURCE INCOME, BOX 16, CODE I, J, K:
YOUR SHARE OF DEDUCTIONS AND LOSSES APPLICABLE TO FOREIGN SOURCE GROSS INCOME HAS BEEN CALCULATED USING THE GROSS INCOME METHOD AND IS REFLECTED IN BOX 16, CODE I, J, K. THIS AMOUNT SHOULD BE CONSIDERED FOR FOREIGN TAX CREDIT PURPOSES THE PROPER TREATMENT OF THIS AMOUNT ON YOUR TAX RETURN DEPENDS UPON SEVERAL FACTORS INCLUDING WHETHER YOU ARE A CORPORATE OR NON-CORPORATE PARTNER, A GENERAL OR LIMITED PARTNER, AND YOUR PERCENTAGE INTEREST IN THE PARTNERSHIP. THE FOREIGN TAX CREDIT RULES ARE COMPLEX PLEASE CONSULT YOUR TAX ADVISOR.

**Return by a U.S. Transferor of Property
to a Foreign Corporation**▶ **Attach to your income tax return.**

OMB No. 1545-0026

Attachment
Sequence No. **128****Part I U.S. Transferor Information** (see instructions)

Name of transferor

The Anschutz Foundation

Identifying number (see instructions)

74-2316617

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.**a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?☐ Yes☐ No**b** Did the transferor remain in existence after the transfer?☐ Yes☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?☐ Yes☐ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership

Part II Transferee Foreign Corporation Information (see instructions)**3** Name of transferee (foreign corporation)

Penaflor, S.A.

4 Identifying number, if any

N/A

5 Address (including country)

Cuyo 3066, Martinez, Buenos Aires (1935), Argentina

6 Country of incorporation or organization

Argentina

7 Foreign law characterization (see instructions)**8** Is the transferee foreign corporation a controlled foreign corporation?☒ X

Yes

☐ No

For Paperwork Reduction Act Notice, see page 4.

Form **926** (Rev. 12-2005)

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer Various	10 Type of nonrecognition transaction (see instructions) IRC Section 351 cash/capital contrib
--------------------------------------	---------------------------------------------------------------------------------------------------------

11 Description of property transferred

- 12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No
- 13** Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? ☐ Yes ☒ No
- 14 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No
- b** If yes, describe the nature of the rights to the intangible property that was transferred in the transfer

WSW 1996 BUYOUT FUND, L P.
EIN: 13-3867655
SCHEDULE K-1 SUPPORTING SCHEDULE
FYE: DECEMBER 31, 2004

Partner Number. 54
Partner Name:
Partner EIN/SS#

Information reporting required under IRC Section 6038B:

The following information is provided to complete Form 926, Return By A U S Transferor of Property To A Foreign Corporation.

During calendar year 2004, WSW 1996 Buyout Fund, L.P. made cash investments (directly or indirectly) in certain foreign corporation(s). As a partner in this fund, you are an indirect transferor. The corporation(s) to which these transfers were made are as follows:

Type of non-recognition transfer: IRC Section 351 cash/capital contribution.
Answer to questions 12-14b No

<u>Name and Address of Transferee</u>	<u>Tax ID #</u>	<u>Country</u>	<u>Amount</u>	<u>Date</u>	<u>CFC</u>
Penaflor, S.A. Cuyo 3066, Martinez Buenos Aires (1935) Argentina	N/A	Argentina	3,929	Various	Yes

Your share of the investment in the corporation listed above was significantly below the \$100,000 reporting threshold. However, a U S resident may be required to report these transfers on Form 926 if they transferred, directly or indirectly, in excess of \$100,000 to the corporation stated above. Therefore, if in addition to your contributions to the above stated corporation made indirectly through WSW 1996 Buyout Fund, LP, you made other direct or indirect contributions, and your total combined contributions to the above listed corporation exceeds \$100,000, you may have a filing obligation.

Please consult with your tax advisor regarding the filing requirements of Federal Form 926. If you believe you have a filing obligation, please contact the fund administrator to obtain the information necessary to file Form 926.

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

▶ Attach to your income tax return.

OMB No. 1545-0026

Attachment
Sequence No. **128****Part I U.S. Transferor Information** (see instructions)

Name of transferor

The Anschutz Foundation

Identifying number (see instructions)

74-2316617

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c.**a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?☐ Yes☐ No**b** Did the transferor remain in existence after the transfer?☐ Yes☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?☐ Yes☐ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

Part II Transferee Foreign Corporation Information (see instructions)**3** Name of transferee (foreign corporation)

SPEI PO Ltd, Walker SPV Limited

4 Identifying number, if any

N/A

5 Address (including country)

Walker House, Mary Street, P.O. Box 908GT, George Town, Grand Cayman, Cayman Islands

6 Country of incorporation or organization

Cayman Islands

7 Foreign law characterization (see instructions)**8** Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see page 4.

Form **926** (Rev. 12-2005)

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer Various	10 Type of nonrecognition transaction (see instructions) IRC Section 351 cash/capital contrib
--------------------------------------	---------------------------------------------------------------------------------------------------------

11 Description of property transferred:

Cash - See attachment

- 12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No
- 13** Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e.g., for tainted property, depreciation recapture, branch loss recapture, etc.)? ☐ Yes ☒ No
- 14 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No
- b** If yes, describe the nature of the rights to the intangible property that was transferred in the transfer:

PARTNER FOOTNOTES (CONT'D)

OTHER INCOME (LOSS) ITEMS ON LINE 11A HAVE NOT BEEN INCLUDED ON LINE 20A. THESE AMOUNTS SHOULD BE CONSIDERED WHEN PREPARING FORM 4952. PLEASE CONSULT YOUR TAX ADVISOR.

THE FOLLOWING INFORMATION IS PROVIDED TO COMPLETE FORM 926:

THE PARTNERSHIP MADE CASH TRANSFERS TO FOREIGN CORPORATIONS DURING 2004. YOUR SHARE OF THE TRANSFERS MAY BE DETERMINED BY MULTIPLYING THE PROVIDED AMOUNTS BY YOUR PERCENTAGE OF THE CAPITAL COMMITMENT TO THE FUND.

NAME AND ADDRESS TAX ID:	COUNTRY	AMOUNT	DATE	CFC
INFOPRO COMMUNICATIONS S.A.S 3 RUE DE LA CLOUTERIE 28000 CHARTRES, FRANCE	FRANCE	\$5,432,873	01/28/2004	YES
SPEI PO LTD WALKERS SPV LIMITED WALKER HOUSE MARY STREET PO BOX 908GT GEORGE TOWN, GRAND CAYMAN CAYMAN ISLANDS	CAYMAN ISLANDS	\$2,863,165	VARIOUS	YES

PARTNER FOOTNOTES NOT INCLUDED IN ITEM N

100% OF THE FOLLOWING AMOUNT, INCLUDED ON LINE 1,
IS CONSIDERED UNRELATED BUSINESS TAXABLE
INCOME (LOSS) AND EFFECTIVELY CONNECTED
INCOME (LOSS).

-54.

100% OF THE FOLLOWING AMOUNT, INCLUDED ON LINE 1,
IS CONSIDERED FOREIGN SOURCED AND UNRELATED
BUSINESS TAXABLE INCOME (LOSS).

NONE

STATEMENT #2

**Return by a U.S. Transferor of Property
to a Foreign Corporation**▶ **Attach to your income tax return.****Part I U.S. Transferor Information** (see instructions)

Name of transferor

The Anschutz Foundation

Identifying number (see instructions)

74-2316617

1 If the transferor was a corporation, complete questions 1a, 1b, and 1c**a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?☐ Yes☐ No**b** Did the transferor remain in existence after the transfer?☐ Yes☐ No

If not, list the controlling shareholder(s) and their identifying number(s).

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?☐ Yes☐ No

If not, list the name and employer identification number (EIN) of the parent corporation.

Name of parent corporation	EIN of parent corporation

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), list the name and EIN of the transferor's partnership.

Name of partnership	EIN of partnership

Part II Transferee Foreign Corporation Information (see instructions)**3** Name of transferee (foreign corporation)

Infopro Communications S.A.S.

4 Identifying number, if any

N/A

5 Address (including country)

3 Rue De La Clouterie, 28000 Chartes, France

6 Country of incorporation or organization

France

7 Foreign law characterization (see instructions)**8** Is the transferee foreign corporation a controlled foreign corporation?☒ X

Yes

☐ No

For Paperwork Reduction Act Notice, see page 4.

Form **926** (Rev. 12-2005)

Part III Information Regarding Transfer of Property (see instructions)

9 Date of transfer 1/28/2004	10 Type of nonrecognition transaction (see instructions) IRC Section 351 cash/capital contrib
----------------------------------------	---------------------------------------------------------------------------------------------------------

11 Description of property transferred:

Cash - See attachment

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Was the transferor required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T (e g , for tainted property, depreciation recapture, branch loss recapture, etc.)? ☐ Yes ☒ No**14 a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If yes, describe the nature of the rights to the intangible property that was transferred in the transfer:

PARTNER FOOTNOTES (CONT'D)

OTHER INCOME (LOSS) ITEMS ON LINE 11A HAVE NOT BEEN INCLUDED ON LINE 20A. THESE AMOUNTS SHOULD BE CONSIDERED WHEN PREPARING FORM 4952. PLEASE CONSULT YOUR TAX ADVISOR.

THE FOLLOWING INFORMATION IS PROVIDED TO COMPLETE FORM 926:

THE PARTNERSHIP MADE CASH TRANSFERS TO FOREIGN CORPORATIONS DURING 2004. YOUR SHARE OF THE TRANSFERS MAY BE DETERMINED BY MULTIPLYING THE PROVIDED AMOUNTS BY YOUR PERCENTAGE OF THE CAPITAL COMMITMENT TO THE FUND.

NAME AND ADDRESS TAX ID:	COUNTRY	AMOUNT	DATE	CFC
INFOPRO COMMUNICATIONS S.A.S 3 RUE DE LA CLOUTERIE 28000 CHARTRES, FRANCE	FRANCE	\$5,432,873	01/28/2004	YES
SPEI PO LTD WALKERS SPV LIMITED WALKER HOUSE MARY STREET PO BOX 908GT GEORGE TOWN, GRAND CAYMAN CAYMAN ISLANDS	CAYMAN ISLANDS	\$2,863,165	VARIOUS	YES

PARTNER FOOTNOTES NOT INCLUDED IN ITEM N

100% OF THE FOLLOWING AMOUNT, INCLUDED ON LINE 1,
IS CONSIDERED UNRELATED BUSINESS TAXABLE
INCOME (LOSS) AND EFFECTIVELY CONNECTED
INCOME (LOSS).

-54.

100% OF THE FOLLOWING AMOUNT, INCLUDED ON LINE 1,
IS CONSIDERED FOREIGN SOURCED AND UNRELATED
BUSINESS TAXABLE INCOME (LOSS).

NONE

STATEMENT #2

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US BANK	2,039.	2,039.
PEQUOT PRIVATE EQUITY FUND	2,960.	2,960.
SOROS PRIVATE EQUITY FUND	6,455.	6,455.
WSW 1996 BUYOUT FUND LP	45,273.	45,273.
JULIUS BAER INSTIT INV EQUITY FUND	853,580.	853,580.
 TOTAL	 ----- 910,307.	 ----- 910,307.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SSB/CALAMOS ADVISORS	70,050.	70,050.
SSB/DF DENT & COMPANY	240,546.	240,546.
SSB/IRONWOOD INTNL	122.	122.
SSB/KAYNE ANDERSON	340,591.	340,591.
SSB/LORD ABBETT	1,282,899.	1,282,899.
MACKAY SHIELDS FINANCIAL CORP	1,024,029.	1,024,029.
METROPOLITAN WEST ASSET MANAGEMENT	25,085.	25,085.
SSB/MONTAG & CALDWELL	33,940.	33,940.
SSB/NEWGATE LLP	352,720.	352,720.
SSB/NWQ INV MGMT	345,636.	345,636.
SSB/PRIVATE CAPITAL MANAGEMENT	321,994.	321,994.
SOLOMON SMITH BARNEY	291,262.	291,262.
SSB/SNOW CAPITAL MANAGEMENT	449,498.	449,498.
THIRD AVENUE MGMT	196,362.	196,362.
	-----	-----
TOTAL	4,974,734.	4,974,734.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MISCELLANEOUS INCOME	201,094.	201,094.
ROYALTY INCOME	14,248.	14,248.
	-----	-----
TOTALS	215,342.	215,342.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT AND CONSULTING SERV	1,380,312.	1,376,272.	4,040.
	-----	-----	-----
TOTALS	1,380,312.	1,376,272.	4,040.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	125.	13.	112.
PAYROLL TAXES	14,013.	1,401.	12,612.
FOREIGN TAXES WITHHELD	105,300.	105,300.	
FEDERAL INCOME TAX ON INVSTMT	180,550.	180,550.	
	-----	-----	-----
TOTALS	299,988.	287,264.	12,724.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MAINTENANCE	2,620.		2,620.
OFFICE SUPPLIES	299.		299.
TELEPHONE	891.	89.	802.
OTHER MISCELLANEOUS EXPENSES	9,755.	2,334.	7,421.
FROM PASS THROUGH ENTITIES	528,700.	528,700.	
	-----	-----	-----
TOTALS	542,265.	531,123.	11,142.
	=====	=====	=====

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID FEDERAL TAXES	237,942.	237,942.
	-----	-----
TOTALS	237,942.	237,942.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY CALAMOS	16,494,937.	18,932,587.
HELD BY DF DENT	34,025,800.	39,488,920.
HELD BY GOLDEN TREE	10,000,000.	12,970,899.
HELD BY IRONWOOD INT'L	28,471,848.	33,663,042.
HELD BY SSB/KAYNE ANDERSON	28,683,686.	45,608,588.
HELD BY LIGHTHOUSE DIVERSIFIED	28,471,848.	32,525,649.
HELD BY SSB/LORD ABBETT	41,975,596.	48,387,465.
HELD BY SSB/MONTAG & CALDWELL	NONE	NONE
HELD BY NEWGATE LLP	15,666,013.	18,074,014.
HELD BY NWQ INVESTMENT MGMT	20,295,024.	21,124,186.
HELD BY PIMCO	20,000,000.	24,284,952.
HELD BY PRIVATE CAP MGMT	18,441,127.	20,847,700.
QWEST	14,292,013.	18,887,805.
HELD BY SNOW CAPITAL MGMT	38,104,200.	42,065,977.
HELD BY TAHOMA INT'L	57,278,717.	71,960,901.
HELD BY THIRD AVE MGMT	5,916,282.	6,142,079.
	-----	-----
TOTALS	378,117,091.	454,964,764.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HELD BY SSB/MCKAY SHIELDS	2,531,694.	831,942.
	-----	-----
TOTALS	2,531,694.	831,942.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES	38,277,095.	53,086,980.
	-----	-----
TOTALS	38,277,095.	53,086,980.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

PY BOOK/TAX DIFFERENCES

2,434,411.

TOTAL

2,434,411.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN/DIRECTOR NOMINAL	NONE	NONE	NONE
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	PRESIDENT/DIRECTOR NOMINAL	NONE	NONE	NONE
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VICE PRESIDENT/DIR NOMINAL	NONE	NONE	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SEC/TREAS/DIRECTOR NOMINAL	NONE	NONE	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXECUTIVE DIRECTOR FULLTIME	174,675.	NONE	NONE
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE
ELIZABETH A. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 4-8	20,000.	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR NOMINAL	NONE	NONE	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES NOMINAL	NONE	NONE	NONE
JUDITH A. PAISLEY 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY NOMINAL	NONE	NONE	NONE
	GRAND TOTALS	234,675.	NONE	NONE

=====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

M. LAVOY ROBISON, EXECUTIVE DIRECTOR
1727 TREMONT PLACE, DENVER, CO 80202 (303)308-8220

FEDERAL FOOTNOTES

=====

PART XIII, LINE 2A: \$6,916 OF GRANTS TO THE CHRISTIAN P. ANSCHUTZ FOUNDATION MADE IN TAX YEAR 2003 WERE NOT DISTRIBUTED BY THE CHRISTIAN P. ANSCHUTZ FOUNDATION BY THE END OF THEIR SECOND TAX YEAR FOLLOWING RECEIPT OF THE GRANTS FROM THE ANSCHUTZ FOUNDATION. AS SUCH THE ANSCHUTZ FOUNDATION'S PRIOR YEAR (2003) QUALIFYING DISTRIBUTIONS WERE OVERSTATED AND ARE BEING CORRECTED IN THE CURRENT YEAR BY INCREASING THE 2003 UNDISTRIBUTED INCOME AMOUNT IN PART XIII FROM \$19,378,128 TO \$19,385,044.

FEDERAL FOOTNOTES

=====

STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART
VII-B, QUESTION 5C:

THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF
KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER
LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753),
HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P.
ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE
IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE
RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING
FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING
FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED
OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE
EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC
FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

Substantiation of Exercise of Expenditure Responsibility

The Anschutz Foundation

TIN: 74-2316617

Tax Year Ended: 11/30/2005

Form 990-PF, Part VII-B, Line 5

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$ 2,435,000	Various	General Operating Support	\$2,435,000	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$ 245,000	Various	General Operating Support	\$ 245,000	No	Monthly	N/A
3. Brown Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 20,000	8/31/2005	General Operating Support	\$ 20,000	No	Monthly	N/A
4. The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$ 10,000	11/11/2005	General Operating Support	\$ 10,000	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$ 100,000 \$ 25,000	1/31/2005 8/31/2005	General Operating Support	\$ 125,000	No	Monthly	N/A

THE ANSCHUTZ FOUNDATION

Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals

Proposal deadlines are February 1, June 1 and September 1 each year.

Applications should be sent to:

Mr. LaVoy Robison
Executive Director
The Anschutz Foundation
1727 Tremont Pl.
Denver, CO 80202
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items

- Name of organization as recognized by the Internal Revenue Service.
- Address and telephone number.
- Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and amount requested of the Foundation.
- Sources of other funding: a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request.
- Financial statements, audited if available.

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded.

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Act One, Inc.	Project support	\$5,000
Adoption Exchange, The	General operating support	\$5,000
American Academy of Achievement Corporation	Project support	\$25,000
American Alternative Foundation, Inc. The	General operating support	\$10,000
American Cancer Society	General operating support	\$500
American Diabetes Association	General operating support	\$4,000
American Enterprise Institute for Public Policy Research	General operating support	\$10,000
American Museum of Natural History	General operating support	\$50,000
American Society for the Prevention of Cruelty to Animals	General operating support	\$3,000
Americans for Prosperity Foundation	General operating support	\$5,000
America's Family, Inc.	General operating support	\$50,000
America's Future Foundation	General operating support	\$10,000
Art Students League of Denver	Capital grant	\$2,500
Athletes in Action	Project support	\$50,000
Aurora Mental Health Center	General operating support	\$10,000
Betty Ford Center	Project support	\$10,000
Bill of Rights Institute	General operating support	\$10,000
Boys and Girls Clubs of Metro Denver	General operating support	\$5,000
Brown Family Foundation	General operating support	\$20,000
Byrne Foundation	General operating support	\$5,000
California State University Northridge Foundation	Project support	\$50,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Canine Companions for Independence, Inc.	General operating support	\$1,500
Capital Research Center	General operating support	\$15,000
Cate School	General opreating support	\$5,000
Center for Neurological Diseases	Project Support	\$6,000
Challenge Foundation	Project support	\$5,000
Cherry Hills Community Church	General operating support	\$1,000
Childrens Garden Montessori Preschool	General operating support	\$5,000
Children's Hope Chest	Project support	\$2,500
Children's Treehouse Foundation	Project support	\$20,000
Christian P. Anschutz Foundation	General operating support	\$10,000
Christ's Body Ministries	Capital campaign	\$50,000
Chrysalis Center, The	General operating support	\$25,000
Church of the Holy Ghost	Project support	\$8,000
Civil Society Project, The	General operating support	\$2,500
Clare Boothe Luce Policy Institute	General operating support	\$5,000
Claremont Institute	General operating support	\$25,000
Collegiate Network	General operating support	\$10,000
Colorado Academy	Project support	\$10,000
Colorado Ballet Company	General operating support	\$2,500
Colorado Council on Economic Education	General operating support	\$15,000
Colorado Food Bank Association	General operating support	\$5,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Colorado Historical Society	General operating support	\$50,000
Colorado State University Foundation	General operating support	\$2,000
Colorado Symphony Association	General operating support	\$95,000
Colorado Technology Community Foundation	Project support	\$25,000
Colorado UpLIFT	General operating support	\$11,000
Community Health Charities of California	Project support	\$25,000
Community Visual Art Association of Jackson Hole	Project support	\$5,000
Companies for Kids	General operating support	\$2,500
Compass Arts Film Academy	General operating support	\$10,000
Craig Hospital	Project support	\$10,000
Crystal Cathedral Ministries	General operating support	\$15,000
Deliverance Tabernacle	Project support	\$2,500
Denver Art Museum	Project support	\$10,000
Denver Art Museum Foundation	Project support	\$1,200,000
Denver Center for the Performing Arts, The	Project support	\$10,000
Denver Cooperative Preschool	General operating support	\$2,500
Denver Dumb Friends League	General operating support	\$5,000
Denver Earth Resources Library	General operating support	\$2,500
Denver Leadership Foundation Denver	Project support	\$2,500
Denver Museum of Nature & Science	Project support	\$250,000
Denver Police Officers Foundation	Projects support	\$94,965

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Denver Public Library Friends Foundation	Project support	\$10,000
Denver Public Schools	Project support	\$10,000
Denver Public Schools - Denison Montessori	Project support	\$5,000
Denver Street School, The	General operating support	\$20,000
Devil Pups, Inc.	General operating support	\$10,000
Doulos Ministries	Project support	\$6,000
Dove Foundation, The	General operating support	\$20,000
Emily Griffith Center Inc.	Project support	\$5,000
Fellowship of Christian Athletes	Project support	\$25,000
First Judicial District Bar Association Legal Assistance Program	General operating support	\$5,000
Foundation Fighting Blindness, Inc.	General operating support	\$10,000
Foundation for a Better Life	General operating support	\$2,435,000
Foundation for Teaching Economics	General operating support	\$5,000
Friends First, Inc.	General operating support	\$10,000
Friends of the West Custer County Library District Inc.	General operating support	\$2,000
Friends of WWOZ, Inc.	General operating support	\$10,000
Friendship Bridge, The	Project support	\$2,500
Front Range Educational Media Corporation	General operating support	\$5,000
Fund for American Studies, The	Project support	\$5,000
Girl Scouts - Mile Hi Council	Capital campaign	\$20,000
Good News Communication	Project support	\$25,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Graland School	Project support	\$56,500
Greater Kansas City Community Foundation	Project support	\$200,000
Guiding Eyes for the Blind	Project support	\$6,000
Haven's Hope	General operating support	\$7,000
Heartland Film Festival	Project support	\$40,000
Heuga Center, The	General operating support	\$2,500
Home Depot Center Charitable Foundation	Project support	\$10,000
Hope House of Colorado	General operating support	\$5,000
Horatio Alger Association of Distinguished Americans, Inc.	Project support	\$33,500
Hospice of Howard County	General operating support	\$1,000
Hunt Family Foundation	General operating support	\$125,000
I Have a Dream Foundation - Los Angeles	Project support	\$15,000
Independence Institute	General operating support	\$25,000
Independent Women's Forum	General operating support	\$7,500
Jeff Perry Services International, Inc.	Project support	\$5,000
Jobs by George Foundation	General operating support	\$2,500
Joint Action in Community Service, Inc.	Project support	\$5,000
Junior Achievement Inc.	General operating support	\$25,000
Keeping the Lord First - 90.5FM	General operating support	\$15,000
Kempe Children's Foundation	Capital campaign	\$50,000
Kent Denver Country Day School	General operating support	\$5,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Kent Denver Country Day School	Capital campaign	\$1,000,000
Kent Denver School - Summerbridge	General operating support	\$7,500
Kids' Pages Cares, Incorporated	General operating support	\$10,000
Landmark Legal Foundation	General operating support	\$15,000
Latter Day Saint Charities	Project support	\$15,000
Leadership Institute	General operating support	\$10,000
Manhattan Institute for Policy Research	Project support	\$50,000
Marked Men for Christ	Project support	\$10,000
Meals on Wheels of Boulder	General operating support	\$5,000
Media Research Center	General operating support	\$10,000
Mental Health Association of Colorado	General operating support	\$50,000
Mercatus Center Inc.	General operating support	\$5,000
Mile High United Way	General operating support	\$10,000
Milestones Project	General operating support	\$5,000
Monarchs Care Foundation	Project support	\$5,000
Montclair Academy	General operating support	\$5,000
MOPS International Inc.	General operating support	\$5,000
Morality in Media Inc.	General operating support	\$7,500
National Association of Counsel for Children	General operating support	\$10,000
National Coalition for the Protection of Children & Families	General operating support	\$15,000
National Disaster Search Dog Foundation	General operating support	\$1,500

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
National Fatherhood Initiative	General operating support	\$10,000
National Legal Center for the Public Interest	General operating support	\$5,000
National Multiple Sclerosis Society - Colorado Chapter	Project support	\$15,000
National Park Foundation	Project support	\$30,000
National Prayer Committee Inc.	General operating support	\$10,000
National Right to Work Legal Defense and Education Foundation, Inc.	General operating support	\$15,000
National Soccer Hall of Fame	General operating support	\$10,000
Nicole Megaloudis Foundation, The	Project support	\$2,500
Northwest Colorado Council of Governments Foundation	General operating support	\$4,000
Open Door Ministries	General operating support	\$10,000
Our Lady of the Rosary Academy	Project support	\$5,000
Pacific Legal Foundation	General operating support	\$7,500
Pacific Lodge Boys' Home	General operating support	\$50,000
Pacific Research Institute For Public Policy	General operating support	\$25,000
Philanthropy Roundtable	General operating support	\$2,500
Princeton Prospect Foundation	Project support	\$5,000
Princeton University	Project support	\$5,000
Prison Fellowship	General operating support	\$15,000
Project PAVE	Project support	\$1,000
Rainbow Bridge	Project support	\$10,000
Random Acts of Kindness Foundation	General operating support	\$245,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
Reach the Children	Project support	\$5,500
Relevate	General operating support	\$15,000
Religious Alliance Against Pornography	General operating support	\$10,000
Rocky Mountain Center for Musical Arts	Project support	\$5,000
SafeHouse Denver, Inc.	General operating support	\$17,000
Salida Area Parks Open Space and Trails	Project support	\$5,000
Salida Steamplant	General operating support	\$1,000
Samaritan House	Project support	\$4,000
San Francisco Foundation, The	Project support	\$100,000
SEI Burning Bush Fund One	General operating support	\$125,000
Sense of Security	General operating support	\$5,000
Sharing Hope Inc.	Project support	\$9,550
Southern Chaffee County Regional Library District	General operating support	\$2,000
Southern Virginia University	General operating support	\$10,000
Sportswomen of Colorado	General operating support	\$2,500
Stanford University	Project support	\$10,000
Summer Scholars	Capital Campaign	\$10,000
Susan G. Komen Foundation, Inc.	General operating support	\$500
Swallow Hill Music Association	General operating support	\$5,000
Tax Foundation	General operating support	\$10,000
The Common Good Institute	General operating support	\$20,000

Grants Awarded
December 1, 2004 through November 30, 2005

<u>Organization Name</u>	<u>Description</u>	<u>Grant Amount</u>
The Grammy Foundation	General operating support	\$100,000
The Greater Cleveland Foundation	Project support	\$200,000
Trinity United Methodist Church	General operating support	\$2,500
U.S. Ski and Snowboard Team Foundation	General operating support	\$1,200
United for DC Inc.	Project support	\$35,000
University Hospital Authority	Capital campaign	\$15,300,000
University Hospital Authority	Project support	\$14,989
University of Denver-GSSW-Bridge Project	General operating support	\$10,000
US Fund for UNICEF	Project support	\$5,000
USBlooddonors.org	General operating support	\$25,000
Variety of Colorado - The Children's Charity	Project support	\$12,500
Volunteers of America	General operating support	\$10,000
Volunteers of America - National Headquarters	Project support	\$10,000
Washington Legal Foundation	General operating support	\$35,000
Wet Mountain Valley Community Foundation, Inc.	General operating support	\$10,000
Wiggins Rural Fire Protection District	Project support	\$10,000
Wounded Warrior Project	General operating support	\$5,000
Yale University	Project support	\$7,500
YMCA of Metropolitan Denver	Project support	\$10,000
Young Life	Project support	\$30,000
Youth With a Vision	General operating support	\$25,000
TOTAL		\$23,651,204

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12276462.		STOCK HELD BY CALAMOS ADVISORS PROPERTY TYPE: SECURITIES 13094022.				P	VARIOUS -817,560.	VARIOUS
45676019.		STOCK HELD BY DF DENT & COMP PROPERTY TYPE: SECURITIES 46634517.				P	VARIOUS -958,498.	VARIOUS
38285265.		QWEST PROPERTY TYPE: SECURITIES 39290545.				D	VARIOUS -1005280.	VARIOUS
25742650.		STOCK HELD BY KAYNE ANDERSON PROPERTY TYPE: SECURITIES 16617160.				P	VARIOUS 9,125,490.	VARIOUS
61571438.		STOCK HELD BY LORD ABBETT PROPERTY TYPE: SECURITIES 49800376.				P	VARIOUS 11771062.	VARIOUS
23631636.		STOCK HELD BY MACKAY SHIELDS PROPERTY TYPE: SECURITIES 21725229.				P	VARIOUS 1,906,407.	VARIOUS
17839033.		STOCK HELD BY MONTAG & CALDWEL PROPERTY TYPE: SECURITIES 16132061.				P	VARIOUS 1,706,972.	VARIOUS
11780471.		STOCK HELD BY NEWGATE PROPERTY TYPE: SECURITIES 10578935.				P	VARIOUS 1,201,536.	VARIOUS
4,358,640.		STOCK HELD BY NWQ INV MGMT PROPERTY TYPE: SECURITIES 3,540,463.				P	VARIOUS 818,177.	VARIOUS
1,362,282.		STOCK HELD BY PRIV CAP MGMT PROPERTY TYPE: SECURITIES 930,386.				P	VARIOUS 431,896.	VARIOUS
NONE		STOCK HELD BY SAL SMITH BARNEY PROPERTY TYPE: SECURITIES 1,119.				P	VARIOUS -1,119.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,678,380.		STOCK HELD BY SNOW CAP MGMT PROPERTY TYPE: SECURITIES 2,904,013.				P	VARIOUS 774,367.	VARIOUS
129,500.		STOCK HELD BY THIRD AVE MGMT PROPERTY TYPE: SECURITIES 104,126.				P	VARIOUS 25,374.	VARIOUS
		SHORT TERM LOSS FROM PASS THROUGH ENTITI PROPERTY TYPE: OTHER 372,648.				P	VARIOUS -372,648.	VARIOUS
1,386,079.		LONG-TERM GAIN FROM PASS THROUGH ENTITIE PROPERTY TYPE: OTHER				P	VARIOUS 1,386,079.	VARIOUS
TOTAL GAIN(LOSS)							----- 25992255. =====	

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE ANSCHUTZ FOUNDATION	Employer identification number 74-2316617
	Number, street, and room or suite no. If a P.O. box, see instructions 1727 TREMONT PLACE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions DENVER, CO 80202	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **THE ANSCHUTZ CORPORATION**

Telephone No **303 298-1000**

FAX No

• If the organization does not have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) . If this is for the **whole** group, check this box ☐ . If it is for **part** of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **10/16/2006**
- 5 For calendar year , or other tax year beginning **12/01/2004** and ending **11/30/2005**
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ **365,000.**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made (includes any prior year overpayment allowed as a credit and any amount paid previously with Form 8868) \$ **365,000.**
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or required by 2006 EFTPS (Electronic Federal Tax Payment System) See instructions. \$ **NONE**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **[Signature]** Title **CPA** Date **06/01/2006**

Notice to Applicant - To Be Completed by the IRS

- ☐ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- ☐ Other

By

Director

Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name THE ANSCHUTZ CORPORATION - ATTN: GARY EIFERT
	Number and street (include suite, room, or apt. no.) or a P.O. box number 555 17TH STREET, SUITE 2400
	City or town, province or state, and country (including postal or ZIP code) DENVER, CO 80202

EXTENSION APPROVED
JUN 09 2006
FIELD DIRECTOR
SUBMISSION PROCESSING, OGDEN